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EFFECTIVE DATE

1-1-03

FILED

01 DEC 26 AM 9:24

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LAW OFFICES OF  
JOHN DEIGHTON SIMPSON

4435 LAFAYETTE STREET  
POST OFFICE BOX 6197  
MARIANNA, FLORIDA 32447  
(850) 526-3244

December 18, 2001

Secretary of State  
Divisions of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32301

RE: Compass Fiber Telecom, Inc.

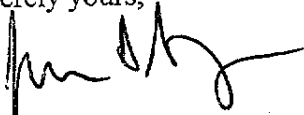
Dear Sir:

Enclosed are the original and duplicate copies of the Articles of Incorporation of this proposed corporation. The resident agent designation is also enclosed. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return to me.

I have enclosed a check made payable to the Secretary of State in the amount of \$78.75 to cover the fees for the filing of said corporation and for a certified copy of the Articles of Incorporation.

Thank you for your cooperation in this matter.

Sincerely yours,



John Deighton Simpson

JDS/tjs  
Enclosures

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-12/26/01--01089--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

D. BROWN DEC 31 2001

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
COMPASS FIBER TELECOM, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

**ARTICLE I**

The name of the Corporation is COMPASS FIBER TELECOM, INC.

**ARTICLE II**

The existence of the Corporation shall begin on January 01, 2002.

**ARTICLE III**

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE IV**

The maximum number of shares this Corporation is authorized to issue is one hundred (100), per value \$1.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

**ARTICLE V**

The corporation is authorized to issue only one class of stock and all issued stock shall be held of record by not more than ten persons who are not nonresident aliens.

**ARTICLE VI**

All of the issued and outstanding shares of the corporation shall be made subject to restrictions on their transferability by agreement between the holders of such shares and the corporation. A copy of such agreement shall be kept on file with the corporation, and shall be subject to inspection by stockholders of record and bona fide creditors of the corporation at reasonable times during business hours.

**ARTICLE VII**

The corporation principal office and mailing address is 278 Osprey Loop, Alford, Florida 32420. The name of it's initial registered agent is Dianne Ruth Collins, 278 Osprey Loop, Alford, Florida 32420 ( the same address as the principle address.) I, Dianne Ruth Collins, hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

**ARTICLE VIII**

The number of directors constituting the initial Board of Directors of the corporation are one (1). The corporation may have not less than one (1) director nor more than five (5) directors. The directors shall be elected in the manner stated in the by-laws of the corporation. The names and addresses of the persons who are to serve as members of the initial Board of Directors are:

NAME	ADDRESS
William Lee Barton	278 Osprey Loop, Alford, Florida 32420

**ARTICLE IX**

The names and addresses of the incorporators are:

NAME	ADDRESS
William Lee Barton, President	278 Osprey Loop, Alford, Florida 32420

**ARTICLE X**

Interested directors may be counted for quorum and voting purposes and the corporation is authorized to indemnify directors and officers for expenses they incur on behalf of the corporation.

**ARTICLE XI**

The articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stockholders.


IN WITNESS WHEREOF, we have hereunto set our hands and seals this 19<sup>th</sup> day of December, 2001.

  
WILLIAM LEE BARTON

STATE OF FLORIDA  
COUNTY OF JACKSON

I HEREBY CERTIFY that on this day before me, a Notary Public, July authorized in the State and County named above to take acknowledgments, personally appeared, WILLIAM LEE BARTON, who is personally known to me or who produced FL DL# B1635-932-67-405-0 as identification, and who executed the foregoing articles of incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 19<sup>th</sup> day of December, 2001.

  
TAMBLIA J. PRUETT  
NOTARY PUBLIC  
My commission expires:



Tamblia J. Pruett  
MY COMMISSION # DD072527 EXPIRES  
November 15, 2005  
BONDED THRU TROY FAIN INSURANCE, INC

CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

**COMPASS FIBER TELECOM, INC.**, desiring to organize under the laws of the State of Florida with its principle office, as indicated in the Articles of Incorporation at 278 Osprey Loop, Alford, Florida 32420, County of Jackson, State of Florida, has named Dianne Ruth Collins, 278 Osprey Loop, Alford, Florida 32420 as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above state corporation, at place designated in this certified, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BY

*Dianne Ruth Collins*  
DIANNE RUTH COLLINS  
REGISTERED AGENT

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